

01-328

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**LAW OFFICES OF THOMAS K. CROWE, P.C.**

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FCC/MELLON

NOV 14 2001

November 14, 2001

**BY COURIER**

Federal Communications Commission  
Common Carrier Bureau - Network Services Division  
P.O. Box 358145  
Pittsburgh, PA 15251-5115

01-3281

Re: Transfer of Control of Interoute-Wholesale, Inc. to Venture Telecom, LLC

Dear Sir or Madam:

Please find enclosed an original and six (6) copies of Venture Telecom, LLC's ("Venture") and Interoute Telecommunications, Inc.'s Application for Consent to Transfer Control of Interoute Wholesale, Inc. to Venture.

Also enclosed is FCC Form 159 and a check in the amount of \$815.00 to cover the requisite filing fee. Please file-stamp and return the extra copy of this filing in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing should be directed to the undersigned.

Sincerely,



Thomas K. Crowe  
Daron T. Threet,  
Counsel for Counsel for Venture  
Telecom, LLC and Interoute  
Telecommunications, Inc.

Enclosures

VENTURE TELECOM, LLC  
3851 HOLCOMB BRIDGE ROAD, SUITE 200  
NORCROSS, GA 30092-5247

FIRST UNION NATIONAL BANK  
ATLANTA, GA 30309-3964  
84-22/610

1406

October 30, 2001

PAY TO THE  
ORDER OF

Federal Communications Commission

\$ 815.00

Eight hundred Fifteen

00/

DOLLARS

VENTURE TELECOM, LLC

MEMO

⑈001406⑈ ⑆061000227⑆ 4802183012⑈

VENTURE TELECOM LLC

1406

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX # <b>358145</b>	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b>	Approved by OMB 3060-0589 Page No <u>1</u> of <u>1</u>
		SPECIAL USE FCC USE ONLY
<b>SECTION A - PAYER INFORMATION</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>VENTURE TELECOM, LLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$815.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>3851 HOLCOMB BRIDGE ROAD, SUITE 200</b>		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY <b>NORCROSS</b>		(7) STATE <b>GA</b>
		(8) ZIP CODE <b>30092</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(718) 592-4800</b>		(10) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(11) PAYER (FRN)		(12) PAYER (TIN) <b>58-2586042</b>
<b>IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B          IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)</b>		
(13) APPLICANT NAME		
(14) STREET ADDRESS LINE NO. 1		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY		(17) STATE
		(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(21) APPLICANT (FRN)		(22) APPLICANT (TIN)
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <b>CUT</b>
(25A) QUANTITY		
(26A) FEE DUE FOR (PTC) <b>\$815.00</b>	(27A) TOTAL FEE <b>\$815.00</b>	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE
(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
<b>SECTION D - CERTIFICATION</b>		
(30) CERTIFICATION STATEMENT I, <u>Daron T. Threet</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>[Signature]</u> DATE <u>11/14/01</u>		
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>		
(31) <input type="checkbox"/> MASTERCARD	MASTERCARD/VISA ACCOUNT NUMBER: <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	EXPIRATION DATE:
<input type="checkbox"/> VISA	I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described. SIGNATURE _____ DATE _____	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of

**VENTURE TELECOM, LLC**

Transferee,

**INTERROUTE  
TELECOMMUNICATIONS, INC.**

Transferor,

Application for Authority Pursuant to  
Section 214 of the Communications Act  
of 1934, as amended, to Transfer Control  
of Authorized Domestic Carrier

CC 01-328  
File No. \_\_\_\_\_

**APPLICATION FOR CONSENT TO TRANSFER CONTROL (DOMESTIC)**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (2000), and Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01 (2000)<sup>1</sup>, Venture Telecom, LLC ("Venture" or "Applicant") and Interoute Telecommunications, Inc. ("Interoute" or "Applicant") hereby request authority to effectuate the transfer of control of Interoute-Wholesale, Inc. ("IWI"), a carrier owned by Interoute, to Venture. Applicants are non-dominant carriers separately authorized by this Commission under blanket authority to provide domestic telecommunications services.

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<sup>1</sup> In a Declaratory Ruling and Notice of Proposed Rulemaking released on July 20, 2001, the Commission clarified that non-dominant providers of domestic interstate services must obtain specific Commission authorization before consummating a transaction involving a corporate transfer of control. See *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Declaratory Ruling and Notice of Proposed Rulemaking*, 2001 FCC Lexis 3956, para. 1-7 (2001).

Applicants request approval of this transfer on a nunc pro tunc basis.<sup>2</sup> Applicants have contemporaneously filed an application for authority to transfer control of IWI as an authorized international carrier pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (2000), and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18 (2000).

As fully described herein, approval of the transfer will permit Venture and Interoute to realize significant economic and marketing efficiencies which will enhance their ability to continue providing high quality, low cost telecommunications services and to compete more effectively in the telecommunications marketplace. Accordingly, grant of this Application will benefit the public interest.

In support of this Application, the Applicants submit the following information:

**I. THE PARTIES**

**A. Venture Telecom, LLC**

Venture is a limited liability company organized under the laws of the State of Delaware. Its principal office is located at 3851 Holcomb Bridge Road, Suite 200, Norcross, Georgia, 30092.

Information concerning Venture's legal, technical and financial qualifications to provide service was submitted with Venture's application for Section 214 authorization and is, therefore,

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<sup>2</sup> Applicants regret filing this Application on a belated basis and respectfully request Commission approval. Delay in filing the Application was due in part to uncertainty as to when the transaction would close and was exacerbated by the events of September 11<sup>th</sup>, which completely disrupted Venture's operations due to wide scale losses in connectivity via facilities located within the former World Trade Center as well as other points in New York City. Venture's efforts have been devoted, to this day, to reestablishing service to all of its customers. However, Applicants have come forward as soon as practicable to submit the instant Application. Further, Applicants have, in good faith, voluntarily and openly disclosed the lateness of this Application. A denial of the instant Application would likely result in the discontinuance of service to customers of IWI, a disruption that would not be in the public interest.

already a matter of record before the Commission.<sup>3</sup>

**B. Interoute Telecommunications, Inc.**

Interoute is a privately-held Delaware corporation whose principal office is located at 22 Cortlandt Street, 33<sup>rd</sup> Floor, New York, New York, 10007.

Information concerning Interoute's legal, technical and financial qualifications to provide service was submitted with Interoute's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.<sup>4</sup>

**C. Interoute-Wholesale, Inc.**

Interoute-Wholesale, Inc. ("IWI") is a privately-held New York corporation whose principal office is located at 22 Cortland Street, 33<sup>rd</sup> Floor, New York, New York, 10037.

Information concerning IWI's legal, technical and financial qualifications to provide service was submitted with IWI's application for Section 214 authorization and is, therefore, already a matter of record before the Commission.<sup>5</sup>

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<sup>3</sup> Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, DA 01-1726, 2001 FCC Lexis 3886 (July 19, 2001); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-214-20010614-00336, 2001 FCC Lexis 3530 (June 29, 2001).

<sup>4</sup> Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-720, 13 FCC Rcd. 354 (January 9, 1998). Interoute Telecommunications, LLC, the original Section 214 licensee, was merged with a new corporation formed on May 8, 1998 by Interoute Telecommunications, LLC's shareholders known as "Interoute Telecommunications, Inc." The purpose of the merger, which occurred on May 11, 1998, was to change the company's status from a limited liability corporation to a C corporation. Commission authorization for this pro forma transfer, which did not involve a change in underlying ownership and control was requested on September 9, 1998.

<sup>5</sup> *In re* ATI Telecom, Inc., *Public Notice*, File No. ITC-95-390, 10 FCC Rcd. 8710 (August 8, 1995); and Overseas Common Carrier Section 214 Applications Actions Taken, *Public Notice*, File No. ITC-97-589, 12 FCC Rcd. 19542 (November 14, 1997).

IWI currently provides wholesale long distance services to retail call centers located in New York, New Jersey, Massachusetts, and Connecticut.

## **II. DESCRIPTION OF TRANSACTION**

On June 21, 2001, Venture and Interoute entered into a stock purchase agreement ("Agreement") whereby Venture agreed to acquire IWI by purchasing all of the issued and outstanding capital stock from Interoute, the shareholder of IWI. The Agreement provided for the sale of 100% of the shares of IWI to Venture on the closing date (*i.e.*, September 4, 2001).

Applicants request Commission approval for authority to effectuate this transaction, thereby transferring control of IWI to Venture.

## **III. PUBLIC INTEREST**

Consummation of the proposed transaction will serve the public interest in promoting competition in the telecommunications market by providing Venture the opportunity to strengthen its competitive position. Venture will be able to increase its size and profitability by acquiring IWI and allow consumers to benefit through improved services and lower rates. Accordingly, the proposed acquisition promotes competition in the telecommunications market.

## **IV. CONTACT INFORMATION**

### **(a) Names, addresses and telephone numbers of Applicants:**

#### *Transferee:*

Venture Telecom, LLC  
3851 Holcomb Bridge Road  
Suite 200  
Norcross, Georgia 30092  
(718) 592-4800

#### *Transferor:*

Interoute Telecommunications, Inc.

22 Cortlandt Street  
33<sup>rd</sup> Floor  
New York, New York 10007  
(212) 981-9100

Interoute-Wholesale, Inc.  
22 Cortlandt Street  
33<sup>rd</sup> Floor  
New York, New York 10007  
(212) 981-9100

**(b) Correspondence concerning this Application should be sent to:**

Thomas K. Crowe  
Daron T. Threet  
Law Offices of Thomas K. Crowe, P.C.  
2300 M Street, N.W., Suite 800  
Washington, D.C. 20037  
(202) 973-2890

with a copy to:

Syed A. Hasan  
Venture Telecom LLC  
3851 Holcomb Bridge Road, Suite 200  
Norcross, GA 30092  
(718) 592-4800

and

Susan Cutright  
Interoute Telecommunications, Inc.  
22 Cortlandt Street, 33<sup>rd</sup> Floor  
New York, NY 10007  
(202) 981-9100

**V. EXHIBITS**

**(a) Certifications by Parties that no party to this Application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862:**

*See exhibit (a).*

**(b) Copy of stock purchase agreement between Venture Telecom, LLC and**




**Interoute Telecommunications, Inc.**

*See exhibit (b).*

**VI. CONCLUSION**

For the reasons stated herein, Venture and Interoute respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application.

Respectfully submitted,

By:   
Thomas K. Crowe  
Daron T. Threet,  
LAW OFFICES OF THOMAS K. CROWE, P.C.  
2300 M Street, N.W., Suite 800  
Washington, D.C. 20037  
(202) 973-2890 Telephone

COUNSEL FOR VENTURE TELECOM, LLC  
AND INTERROUTE  
TELECOMMUNICATIONS, INC.

November 14, 2001

**CERTIFICATIONS OF VENTURE TELECOM, LLC**

On behalf of Venture Telecom, LLC ("Venture") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Venture, its officers and directors, or any party with a five percent or greater interest in Venture, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862 (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

**VENTURE TELECOM, LLC**By: Name: BRUCE READTitle: MANAGING MEMBERDate: NOVEMBER 1, 2001

RECEIVED

OCT 29 2001

**CERTIFICATIONS OF INTERROUTE TELECOMMUNICATIONS, INC.**

On behalf of Interoute Telecommunications, Inc. ("Interoute") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003 (2000), I hereby certify that neither Interoute, its officers and directors, or any party with a five percent or greater interest in Interoute, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 862 (2000). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

**INTERROUTE TELECOMMUNICATIONS, INC.**

By:

Susan C Wright

Name:

SUSAN C WRIGHT

Title:

LEGAL AFFAIRS

Date:

19 OCT 01

### CERTIFICATE OF SERVICE

I, Hilary Taylor, a legal assistant with the Law Offices of Thomas K. Crowe, P.C., certify that on November 14, 2001, a copy of the foregoing Application was served by first class U.S. mail, postage prepaid, on the parties listed below.

Michelle Carey  
Chief, Policy and Program Planning Division  
Common Carrier Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 5-C122  
Washington, D.C. 20554

William Dever  
Assistant Chief, Policy and  
Program Planning Division  
Common Carrier Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 5-C266  
Washington, D.C. 20554

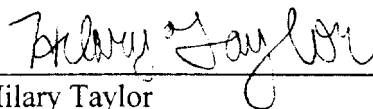
Nandan Joshi  
Office of General Counsel  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 8-A820  
Washington, D.C. 20554

Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room TW-B204  
Washington, D.C. 20554

Aaron Goldberger  
Policy and Program Planning Division  
Common Carrier Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 5-A266  
Washington, D.C. 20554

Tracey L. Wilson  
Policy and Program Planning Division  
Common Carrier Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Room 5-C207  
Washington, D.C. 20554

Qualex International  
Portals II  
445 12<sup>th</sup> Street, S.W., Room CY-B402  
Washington, D.C. 20554

  
\_\_\_\_\_  
Hilary Taylor